

This is your Release #9 (April 2019)

Public Company Deskbook

Complying with Federal Governance & Disclosure Requirements

Third Edition

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Although movement has been in fits and starts, the ongoing shift in the corporate governance landscape to one that is more strongly prescriptive is clear. The number and scope of reforms, the speed with which they are implemented or modified, and the varying sources of change present a continuing challenge for all participants—corporate boards, officers, various gatekeepers and advisors.

The *Public Company Deskbook* is the one-stop resource for current requirements and pending proposals. Highlights of release #9 include:

- **Chapter 2A** regarding the annual meeting process and disclosure has been updated to reflect the timeline for the 2020 proxy season.
- **Chapter 4B** regarding compensation committee composition has been updated to include guidance issued by the IRS with respect to grandfathered performance-based compensation under Section 162(m) of the Internal Revenue Code.
- **Chapter 4D** and **Appendix L** have been updated to reflect current ISS and Glass Lewis voting policies, as well as current policies by significant institutional investors and other private-sector bodies.
- **Chapter 4I** has been updated to reflect required disclosure of hedging policies, effective for most companies next year.
- **Chapters 5B** and **5D** have been updated to reflect revisions to the NYSE's certification forms and guidance.
- **Chapter 5E** has been updated to reflect elimination of the requirement to post XBRL exhibits on a company's website.

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- **Chapter 5I** has been updated to address application of disclosure controls and procedure requirements to social media and other non-filed communications, as recently arose in the ongoing *Tesla* proceedings.

In addition, the **Index** has been updated to reflect the revisions found in Release #9.

Thank you for purchasing *Public Company Deskbook*. If you have questions about this product, or would like information on our other products, please contact customer service at info@pli.edu or at (800) 260-4PLI.

FILING INSTRUCTIONS

Public Company Deskbook

**Release #9
(April 2019)**

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